FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

NIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number: 323 0076	
Expires: RECMay 3 23005	
Estimated average burden	
hours per response	
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Name of Offering (check if this is an amendment and name has changed, and	d indicate change.)
Private Placement of up to \$500 million of Limited Partnership Into	erests*
Filing Under (Check box(es) that apply):	Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFI	CATION DATA
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and	l indicate change.)
INVESCO U.S. Venture Partnership Fund IV, L.P.	
Address of Executive Offices (Number and Street, City, State, Zi	ip Code) Telephone Number (Including Area Code)
1166 Avenue of the Americas, 27th Floor, New York, NY 10036	(212) 278-9692
Address of Principal Business Operations (Number and Street, City, State, Zi	ip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)	
N/A	
Brief Description of Business	•
Global private equity fund of funds investing in the U.S. Venture s	sector.
	PHOCESSE
Type of Business Organization	- OCT
corporation imited partnership, already fo	11 N 9 0 000
business trust limited partnership, to be form	ned 3018 1 0 2005
Month	Year THOMSON
Actual or Estimated Date of Incorporation or Organization: 0 1	0 2 Actual Estimated FINIANIO
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Ser	rvice abbreviation for State:
CN for Canada: FN for other fo	oreign jurisdiction) DE

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 10

* The General Partner reserves the right to offer a greater amount of Limited Partnership Interests



2. Enter the information requ	ested for the following	ng:			
 Each promoter of the is: 	suer, if the issuer has	been organized within the	past five years;		
 Each beneficial owner lissuer; 	naving the power to v	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class	s of equity securities of the
 Each executive officer: 	and director of corpo	rate issuers and of corporat	e general and managing part	mers of partnership	issuers; and
 Each general and mana 	ging partner of partn	ership issuers.			
Check Box(es) that Apply:	⊠ Promoter	⊠ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
INVESCO Private C	apital, Inc.*				
Business or Residence Addres	<u> </u>	t, City, State, Zip Code)	-		
1166 Avenue of the	Americas, 27 th F	loor, New York, NY	10036		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Check Box(cs) that Apply.	Tromoter	Deliciteial Owner		23 Buccion	Managing Partner
Full Name (Last name first, if	individual)				
Saxena, Parag **	,				
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·
			ricas, 27 th Floor, New Y	/ork NY 1003	6
	_				General and/or
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	Managing Partner
Full Name (Last name first, if	individual)				
Riley, Margaret Ann	ŕ				
Business or Residence Addres		t City State Zin Code)			
			ricas, 27th Floor, New	Vork NV 1003	26
			- 		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
IPC Partnership Ass	 	.			
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			
1166 Avenue of the	Americas, 27th I	Floor, New York, NY	10036		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)			1.6	
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			, ,
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address	ss (Number and Stree	et, City, State, Zip Code)			
* Managing Member of IPC	Partnership Assoc	iates IV, L.L.C.; ** Direc	tor of INVESCO Private C	apital, Inc.; *** (General Partner of Issuer

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В.	INFORMA	TION ABO	OUT OFFER	RING				
							_				Yes	No
1. Has t	he issuer so	old, or doe							_			\boxtimes
			A	nswer also	in Append	ix, Colum	a 2, if filing	g under UL	OE.			
2. What is the minimum investment that will be accepted from any individual?											\$5 million *	
											Yes	No
3. Does the offering permit joint ownership of a single unit?										\boxtimes		
comr offer and/c	nission or s ing. If a pe or with a sta	similar remerson to be ate or state	uneration the listed is an	for solicitated associated ame of the	who has be tion of pure I person or broker or co ou may set	chasers in o agent of a lealer. If m	connection broker or done than five	with sales ealer regist ve (5) perso	of securitie tered with t ons to be li	s in the he SEC sted are		
Full Nat N/A	ne (Last na	ıme first, if	individual)	-							
Busines	s or Reside	nce Addre	ss (Number	r and Stree	t, City, Sta	te, Zip Coo	le)					
Name of	f Associate	d Broker o	r Dealer									
					ends to Soli						🗌 Ali	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Na	me (Last na	ame first, i	f individua	l)						·		
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)					
Name o	f Associate	ed Broker o	r Dealer									
States in	which Pe	erson Lister	Has Solic	ited or Inte	ends to Sol	icit Purcha	cerc					
											🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	me (Last na											
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer								· · · · · · · · · · · · · · · · · · ·	
					ends to Sol						🗌 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

^{*} The General Partner reserves the right to accept smaller participations.

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold \$-0-Debt \$-0-Equity \$-0-Common Preferred Convertible Securities (including warrants)..... \$-0-\$-0-Partnership Interests \$500,000,000 \$124,947,651 Other (Specify _____) \$-0-Total..... \$500,000,000 \$124,947,651 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$124,947,651 Non-accredited Investors \$-0-Total (for filings under Rule 504 only) N/A \$N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Sold Security Rule 505 N/A \$N/A Regulation A. N/A \$N/A Rule 504 N/A \$N/A Total N/A \$N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. \$-0-Transfer Agent's Fees Printing and Engraving Costs \$5,000 Legal Fees. \$500,000 Accounting Fees \$-0-Engineering Fees \$-0-\$-0-Sales Commission (specify finders' fees separately)..... Other Expenses (identify) \$15,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total

\$520,000

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND	USE OF	PROCEEDS		
b.	and total expenses furnished in response	te offering price given in response to Part C – 0 to Part C – Question 4.a. This difference is the	"adjuste	d	\$12	24,427,651
5.	each of the purposes shown. If the amou	d proceeds to the issuer used or proposed to be nt for any purpose is not known, furnish an esting The total of the payments listed must equal the esponse to Part C – Question 4.b above.	mate and	ł		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		🗆	\$-0-		\$-0-
	Purchase of real estate		🗆	\$-0-		\$-0-
	Purchase, rental or leasing and insta	llation of machinery and equipment	🗆	\$-0-		\$-0-
	Construction or leasing of plant buil	dings and facilities	🗆	\$-0-		\$-0-
	offering that may be used in exchan	luding the value of securities involved in this ge for the assets or securities of another issuer		\$-0-		\$-0-
	Repayment of indebtedness		🗆	\$-0-		\$-0-
	Working capital		🗆	\$-0-	\boxtimes	\$100,000
	Other (specify): <u>Investments in other</u>	r pooled investment funds	🗆	\$	\boxtimes	\$124,327,651
			 🗖	\$		\$
	Column Totals		🗆	\$-0-		\$124,427,651
	Total Payments Listed (column tota	is added)			4,427	7,651
	,	D. FEDERAL SIGNATURE				
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized perso g by the issuer to furnish to the U.S. Securities by the issuer to any non-accredited investor pu	and Exc	hange Commissio	on, uj	oon written
Issı	uer (Print or Type)	Signature By: IPC Partnership Associates IV, L.L.C. Its: General Partner		Date 6/3/	05	5
יאו	VESCO U.S. Venture Partnership Fund	By: INVESCO Private Capital, Inc. Its: Managing Member				
	L.P.	By:		_		
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	·			
4 1	REARET A. PILEY	Managing Director of INVESCO Private Cap	oital, Inc			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
	presently subject to any of the disqualification pro		Yes	No ⊠
	See Appendix, Column 5, for state response.			
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in as required by state law.	n which this notice is	filed, a noti	ce on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon write	ten request, informat	ion furnishe	d by t
Limited Offering Exemption (ULOE) of of this exemption has the burden of establishment	e issuer is familiar with the conditions that must be the state in which this notice is filed and understan ishing that these conditions have been satisfied.	ds that the issuer cla	ming the av	ailabil
Issuer (Print or Type)	Signature	Date		
	By: IPC Partnership Associates IV, L.L.C.	1/2		
	by. If C I artifership Associates IV, E.E.C.	0/3	105	
	Its: General Partner	6/3	105	
	Its: General Partner By: INVESCO Private Capital, Inc.	6/3	105	
INVESCO U.S. Venture Partnership Fund IV, L.P.	Its: General Partner	6/3	105	

Managing Director of INVESCO Private Capital, Inc.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2	2	3		·····	4		-	
	Intend to non-ad investors (Part B-	ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqual under Sta (if yes, explana waiver ((Part E-	te ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		⊠ ⊠	*	-	-	-	-		NO
AK			*	-	-	•	-		
AZ			*	-	-	-	-		⊠
AR		\boxtimes	*	-	-	-	-		×
CA		\boxtimes	*	<u>.</u>	-	-	-		☒
СО		⊠	*	-	-	-	-		
СТ			*	-	-	-	-		Ø
DE		⊠	*	-	-	-	-		☒
DC		Ø	*	•	-	-	-		⊠
FL		⊠	*	•	-	-	-		Ø
GA			*	-	-	-	-		Ø
HI		Ø	*	-	-	-	-		×
ID		\boxtimes	*	-	-	-	<u>.</u>		
IL		×	*	1	\$10,000,000	-0-	-0-		Ø
IN		\boxtimes	*	-	-	-	-		×
IA		⊠	*	-	-	-	•		⊠
KS			*	-	-	-	-		Ø
KY			*	-	-	-	-		⊠
LA		×	*	-	-	-	÷		Ø
ME		Ø	*	-	-	-	-		Ø
MD		Ø	*	-	-	-	•		×
MA		Ø	*	1	\$1,200,000	-0-	-0-		Ø
MI		☒	*	-	-	-	*		Ø
MN		Ø	*	-	-	-	-		Ø
MS		Ø	*	-	-	-	-		⊠
МО		⋈	*	-	-	-	-		⋈
МТ		⊠	*	-	-	•	-		⊠
NE		⊠	*	-	-	-	-		Ø

APPENDIX

1	2	2	3			4		Disqual	
	Intend to non-ac investors (Part B-	ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		under Sta (if yes, explana waiver ((Part E-	attach ation of granted)			
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NV		⊠	*	-	-	-			⊠
NH		Ø	*	-	-	-	<u>.</u>		☒
NJ		☒	*	-	-	-	-		☒
NM		⊠	*	-	-	-	-		⊠
NY		⊠	*	2	\$102,247,651	-0-	-0-		☒
NC		×	*	-	-		-		⊠
ND		×	*	-	-	-	-		⊠
ОН		⊠ .	*	-	-	-	-		⊠
ОК			*	-	-	-	-		\boxtimes
OR		×	*	-	-	ı	-		⊠
PA			*	-	-	_	-		⊠
RI		\boxtimes	*	-	-	-	-		⊠
SC		×	*	-	-	-	•		\boxtimes
SD			*	-	-		-		⊠
TN		⊠	*	-	-	-	-		⊠
TX		⊠	*	1	\$250,000	-0-	-0-		⊠
UT		⊠	*	-	-	-	-		⊠
VT		×	*	-	-	-	-		⊠
VA		×	*	-	-	-	-		×
WA		×	*	1	\$11,250,000	-0-	-0-		×
wv		×	*	-	_		-		⊠
WI		Ø	* .	-	-	,	-		Ø
WY		Ø	*	-	-		•		×
PR		×	*	-	-		-		Ø

^{*} Up to \$500 million in Limited Partnership Interests